

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**NURTUR.GROUP LTD**

**(Registered No. 09210707)**

**(the "Company")**



Circulation Date: 22 December 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the below resolution is passed as a special resolution (the "Resolution") and is passed by way of written resolution of the Company.

**SPECIAL RESOLUTION**

"**THAT**, subject to receiving consent from HSBC UK Bank plc and the necessary class consents, the new articles of association of the Company contained in the document annexed hereto be and are hereby adopted in substitution for, and to the entire exclusion of, all existing articles of association of the Company."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

Signed by Jim Bee, a member of Toscafund Asset Management LLP, in its capacity as investment adviser/manager of Tosca Opportunity, Tosca MidCap and The Pegasus Fund Limited.

A handwritten signature in black ink, appearing to be 'Jim Bee', written over a horizontal line.

Member, Toscafund Asset Management LLP

Date: 22 December 2022

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - 1.1. **By Hand/Post:** delivering the signed document by hand or by post to the Company's registered office address (121 Park Lane, London W1K 7AG); or
  - 1.2. **By Email:** by attaching a signed copy of the document to an email and sending it to Lucie Heanley (at [investor.relations@nurtur.group](mailto:investor.relations@nurtur.group)) with the subject of the email marked as "Written Resolution".
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, before the end of the period of 15 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this period.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.